

11-29-2001

R SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

LY

11/26/01

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101902654

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Aerus Concepts, L.P.
5956 Sherry Lane, Suite 1500
Dallas, TX 75225

- ☐ Individual(s) ☐ Association
☐ General Partnership ☒ Limited Partnership
☐ Corporation-State:
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyances:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Trademark Security Agreement

Execution Date: August 27, 2001

2. Name and address of receiving party(ies):

Name: PNC Bank, National Association, as Agent

Internal Address: _____

Street Address: Two Tower CenterCity: East Brunswick State: NJ ZIP: 08816

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☐ Other National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional Name(s) & address(es) attached? ☐ Yes ☒ No

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☐ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: _____

Internal Address: _____

Reedfax
Crystal Plaza One
Suite 1207Street Address: 2001 Jefferson Davis Hwy.
Arlington, Virginia 22202

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: _____

21

7. Total fee (37 CFR 3.41): _____ \$ 540.⁰⁰

- ☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 FC:481
02 FC:48240.00 OP
500.00 OP

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document*Luisa Vizcarrondo

Name of Person Signing

Signature

November 15, 2001

Date

Total number of pages including coversheet, attachments and document: _____

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231TRADEMARK
REEL: 002400 FRAME: 0107

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 27, 2001, by and between AERUS CONCEPTS, L.P. and PNC BANK, NATIONAL ASSOCIATION, as Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
1871832	01/03/95	Advantage Series
1106593	11/21/78	Aqualux
1136035	05/27/80	Arrow Design
1616676	10/09/90	Better by Design
1104149	10/17/78	Clean Sweep
1811472	12/14/93	EPIC
1907149	07/25/95	EPIC
1923383	10/03/95	Epic and Design
1607281	07/24/90	Floor Pro
0359745	08/30/38	Gleaner
2052680	04/15/97	IOTA
1503686	09/13/88	Side Kick
1881278	02/28/95	Side Kick II
1205447	08/17/82	Smooth-Flex
1299503	10/09/84	Smooth-Flex
1009088	04/22/75	Turbo
1384228	02/25/86	Val-U-Vac
2,301,839	12/21/99	GUARDIAN
75/578,953	10/28/98	GERM GRABBER
75/607,298	12/17/98	HEALTHY LIVING
75/607,296	12/17/98	LIVING HEALTHY

NEW TRADEMARKS TO BE PROVIDED TO PNC BY GUARANTOR

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, AERUS CONCEPTS, L.P., a limited partnership formed under the laws of Texas located at 5956 Sherry Lane, Suite 1500, Dallas, Texas 75225 ("Guarantor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Guarantor is obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Guaranty, dated the date hereof, executed by Guarantor in favor of Agent and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, between Agent and Guarantor (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

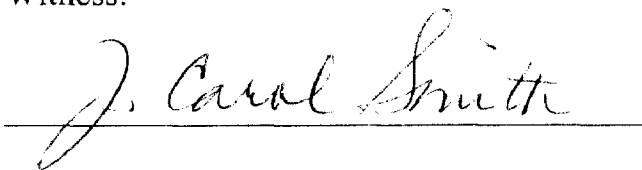
WHEREAS, pursuant to the Agreements, Guarantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Guarantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Guarantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.


Dated: August 27, 2001

Witness:

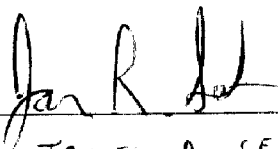


AERUS CONCEPTS, L.P.,
a Texas limited partnership

By: Aerus LLC,
a Delaware limited liability company,
its general partner

By: 
Warren Bonham,
Chief Financial Officer

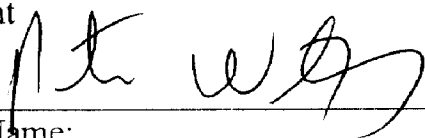
Witness:



JAMES A. SEITH

PNC BANK, NATIONAL ASSOCIATION, as

Agent

By: 

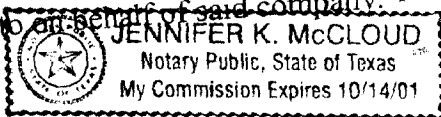
Name:
Its: PETE MARTINEZ
VICE PRESIDENT

STATE OF TEXAS)

: SS.:

COUNTY OF DALLAS)

On this 17th day of September, 2001, before me personally came Warren Bonham, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Aerus LLC, which is the general partner of Aerus Concepts L.P., the limited partnership described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.



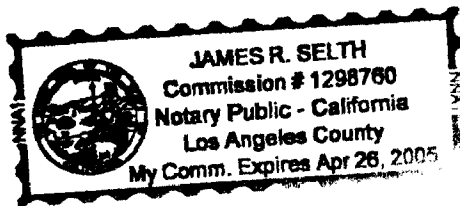
Jennifer K. McCloud
Notary Public

STATE OF CALIFORNIA)

: SS.:

COUNTY OF LOS ANGELES)

On this 13th day of ~~September~~ ^{NOVEMBER}, 2001, before me personally came PETE A MARTINEZ, to me known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT of PNC Bank, National Association, the company described in and which executed the foregoing instrument; and that he is authorized to sign his name thereto on behalf of said company.



Jan R. Selth
Notary Public